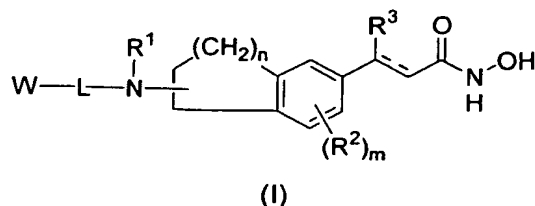


What is claimed is:

1. A compound of Formula I

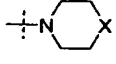


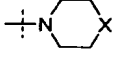
wherein

W is selected from H, (C<sub>1</sub>-C<sub>6</sub>)alkyl,

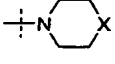
10 O-phenyl optionally substituted with up to 2 substituents each selected independently from R<sup>12</sup>,

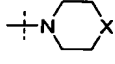
phenyl optionally substituted with up to 2 substituents each selected independently from R<sup>12</sup>, OH, COOR<sup>7</sup>, C(O)NHR<sup>7</sup>, S(O)<sub>2</sub>(C<sub>1</sub>-C<sub>3</sub>)alkyl, NHS(O)<sub>2</sub>(C<sub>1</sub>-C<sub>3</sub>)alkyl, N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, NH(C<sub>1</sub>-C<sub>3</sub>)alkyl,

15 NHC(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl, , and (C<sub>1</sub>-C<sub>3</sub>)alkoxy substituted with 1 substituent selected from

N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, and , indolyl optionally substituted with 1 or 2 substituents each selected independently from R<sup>12</sup>, OH, C(O)O(C<sub>1</sub>-C<sub>4</sub>)alkyl,

20 (C<sub>1</sub>-C<sub>3</sub>)alkyl substituted with 1 or 2 substituents each selected independently from OH, C(O)R<sup>8</sup>, (C<sub>1</sub>-C<sub>3</sub>)alkoxy, pyrrolidinyl,

, imidazolyl, NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, and N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, and (C<sub>1</sub>-C<sub>3</sub>)alkoxy substituted with 1 substituent selected from NH(C<sub>1</sub>-C<sub>3</sub>)alkyl,

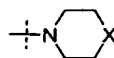
N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, pyrrolidinyl, imidazolyl, , and (C<sub>1</sub>-C<sub>3</sub>)alkoxy, and

25 another heteroaryl optionally substituted with up to 3 substituents each independently selected from R<sup>12</sup>;

L is selected from CHR<sup>4</sup>, CHR<sup>5</sup>-CHR<sup>6</sup>, and CHR<sup>5</sup>-CH<sub>2</sub>-CHR<sup>6</sup>;

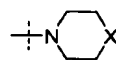
R<sup>1</sup> is selected from H, C(O)R<sup>10</sup>, C(O)OR<sup>7</sup>, tetrahydropyranyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, phenyl optionally substituted with up to 2 substituents each independently

selected from  $R^{12}$ ,  
 pyridyl, optionally substituted with up to 2 substituents each independently  
 selected from  $R^{12}$ ,  
 $S(O)_2$ -phenyl where said phenyl is optionally substituted with 1 or 2 substituents  
 each independently selected from  $R^{12}$ ,  $NH_2$ ,  $NHC(O)(C_1-C_3)alkyl$ ,  
 $NH(C_1-C_3)alkyl-N[(C_1-C_3)alkyl]_2$ ,  $NH(C_1-C_3)alkyl-OH$ ,  $COOH$ ,  $OH$ , and  
 $(C_1-C_3)alkoxy$  substituted with 1 substituent selected from



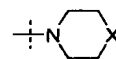
$N[(C_1-C_3)alkyl]_2$ ,  $OH$ , and

$S(O)_2(C_1-C_3)alkyl$  optionally substituted with one phenyl ring,  
 $(C_1-C_6)alkyl$  optionally substituted with 1 or 2 substituents each independently  
 selected from  $OR^{11}$ ,  $C(O)R^{10}$ ,  $C(O)OR^7$ ,  $N[(C_1-C_3)alkyl]_2$ ,



$(C_3-C_6)cycloalkyl$ , dioxypyrrolidinyl, glucopyranosyl,  
 glucopyranosylamino,

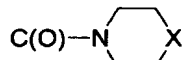
$(C_1-C_3)alkoxy$  optionally substituted with 1 or 2 substituents each



selected independently from  $OH$ , and imidazolyl,

$O$ -phenyl optionally substituted with up to two substituents each  
 independently selected from  $R^{12}$ ,

$NH_2$  where one H is optionally replaced with one substituent selected  
 from  $S(O)_2(C_1-C_3)alkyl$ ,  $S(O)_2NH(C_1-C_3)alkyl$ ,  $S(O)_2CF_3$ ,  $C(O)R^7$ ,  
 $S(O)_2N[(C_1-C_3)alkyl]_2$ ,  $C(O)O(C_1-C_4)alkyl$ ,  $C(O)NH(C_1-C_4)alkyl$ ,



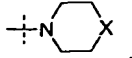
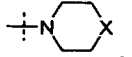
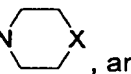
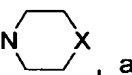
$C(O)N[(C_1-C_3)alkyl]_2$ , and

$(C_1-C_4)alkyl$  optionally substituted with one  $OH$  group,

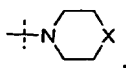
phenyl optionally substituted with 1 or 2 substituents each independently

selected from  $R^{12}$ ,  $OH$ ,  $S-(C_1-C_3)alkyl$ ,  $C(O)NH_2$ ,  $S(O)_2NH_2$ ,  
 $C(O)N[(C_1-C_3)alkyl]_2$ ,  $S(O)_2(C_1-C_3)alkyl$ ,  $S(O)_2NHC(O)(C_1-C_3)alkyl$ ,  
 $C(O)(C_1-C_3)alkyl$ ,  $C(O)NH(C_1-C_3)alkyl$ ,  $NHS(O)_2(C_1-C_3)alkyl$ ,  
 $NHS(O)_2N[(C_1-C_3)alkyl]_2$ ,  $NHC(O)NH(C_1-C_3)alkyl$ ,  
 $NHC(O)N[(C_1-C_3)alkyl]_2$ ,  $NHC(O)NH_2$ ,  $S(O)_2N[(C_1-C_3)alkyl]_2$ ,  
 $NHS(O)_2NH(C_1-C_3)alkyl$ ,  $NHC(O)(C_1-C_3)alkyl$ ,

$S(O)_2NH(C_1-C_3)alkyl$  optionally substituted with 1 substituent  
 selected from  $(C_1-C_3)alkoxy$ ,  $NH(C_1-C_3)alkyl$ ,

- $\text{N}[(\text{C}_1\text{-C}_3)\text{alkyl}]_2$ , and ,  
 (C<sub>1</sub>-C<sub>3</sub>)alkyl substituted with one substituent selected  
 from NHS(O)<sub>2</sub>(C<sub>1</sub>-C<sub>3</sub>)alkyl, NHS(O)<sub>2</sub>N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>,  
 NHC(O)NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, NHC(O)N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>,  
 5 NHS(O)<sub>2</sub>NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, and NHC(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl, and  
 (C<sub>1</sub>-C<sub>3</sub>)alkoxy substituted with 1 substituent selected  
 from OH, NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, (C<sub>1</sub>-C<sub>3</sub>)alkoxy,  
 and ,  
 pyrrolyl optionally substituted with one substituent selected from R<sup>12</sup>,  
 10 C(O)N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, C(O)NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, C(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl,  
 C(O)-, and S(O)<sub>2</sub>(C<sub>1</sub>-C<sub>3</sub>)alkyl,  
 pyrazolyl optionally substituted with up to 3 substituents each selected  
 independently from R<sup>12</sup>, C(O)N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, C(O)NH(C<sub>1</sub>-C<sub>3</sub>)alkyl,  
 and C(O)-, and  
 15 another heteroaryl optionally substituted with up to two substituents each  
 independently selected from R<sup>12</sup>;  
 R<sup>2</sup> is in each instance selected independently from (C<sub>1</sub>-C<sub>3</sub>)alkyl, halo, (C<sub>1</sub>-C<sub>3</sub>)alkoxy,  
 CF<sub>3</sub>, NO<sub>2</sub>, NH<sub>2</sub>, CN, and COOH;  
 R<sup>3</sup> is selected from H, (C<sub>1</sub>-C<sub>3</sub>)alkyl, and halo;  
 20 R<sup>4</sup> is selected from H and (C<sub>1</sub>-C<sub>3</sub>)alkyl-OH;  
 R<sup>5</sup> is selected from H, OH and (C<sub>1</sub>-C<sub>3</sub>)alkyl;  
 R<sup>6</sup> is selected from H, C(O)OR<sup>7</sup>, C(O)R<sup>9</sup>, and  
 (C<sub>1</sub>-C<sub>6</sub>)alkyl optionally substituted with one substituent selected from OH,  
 NHS(O)<sub>2</sub>(C<sub>1</sub>-C<sub>3</sub>)alkyl, and NHC(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl;  
 25 R<sup>7</sup> is selected from H and (C<sub>1</sub>-C<sub>4</sub>)alkyl;  
 R<sup>8</sup> is selected from OH, NH<sub>2</sub>, N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, morpholinyl, and pyrrolidinyl;  
 R<sup>9</sup> is selected from NH<sub>2</sub>, morpholinyl, N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, and  
 NH(C<sub>1</sub>-C<sub>3</sub>)alkyl optionally substituted with one substituent selected from  
 OH, COOH, and N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>;  
 30 R<sup>10</sup> is selected from (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, morpholinyl, N[(C<sub>1</sub>-C<sub>4</sub>)alkyl]<sub>2</sub>, (C<sub>1</sub>-C<sub>3</sub>)alkoxy,  
 heteroaryl optionally substituted with 1 or 2 substituents each independently  
 selected from (C<sub>1</sub>-C<sub>3</sub>)alkyl, (C<sub>1</sub>-C<sub>3</sub>)alkoxy, OH, halo and CF<sub>3</sub>,

phenyl optionally substituted with 1 or 2 substituents each independently  
selected from (C<sub>1</sub>-C<sub>3</sub>)alkyl, (C<sub>1</sub>-C<sub>3</sub>)alkoxy, OH, halo and CF<sub>3</sub>,  
(C<sub>1</sub>-C<sub>3</sub>)alkyl optionally substituted with one substituent selected from phenyl,

imidazolyl, and ,

5 NH(C<sub>1</sub>-C<sub>4</sub>)alkyl optionally substituted with 1 phenyl ring optionally substituted with  
1 or 2 substituents each independently selected from (C<sub>1</sub>-C<sub>3</sub>)alkyl,  
(C<sub>1</sub>-C<sub>3</sub>)alkoxy, halo and CF<sub>3</sub>, and

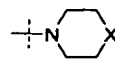
NH-phenyl where said phenyl is optionally substituted with 1 or 2 substituents  
each independently selected from (C<sub>1</sub>-C<sub>3</sub>)alkyl, (C<sub>1</sub>-C<sub>3</sub>)alkoxy, halo and  
10 CF<sub>3</sub>;

R<sup>11</sup> is selected from H, C(O)N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, C(O)-pyrrolidinyl, C(O)NH-phenyl, and  
C(O)NH(C<sub>1</sub>-C<sub>3</sub>)alkyl optionally substituted with 1 phenyl ring;

R<sup>12</sup> is selected from (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>3</sub>)alkoxy, halo, NO<sub>2</sub>, CN, CF<sub>3</sub>, O-CF<sub>3</sub>, and  
phenyl optionally substituted with up to 2 substituents each selected  
15 independently from halo, (C<sub>1</sub>-C<sub>3</sub>)alkyl, and (C<sub>1</sub>-C<sub>3</sub>)alkoxy;

X is selected from O, S, CH<sub>2</sub>, and NH, and

when X is NH, the H on NH is optionally replaced with C(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl,  
S(O)<sub>2</sub>(C<sub>1</sub>-C<sub>3</sub>)alkyl, or (C<sub>1</sub>-C<sub>6</sub>)alkyl

and when X is O, S, or CH<sub>2</sub>, the  moiety is optionally substituted

20 by replacing any H atom in the  moiety with (C<sub>1</sub>-C<sub>4</sub>)alkyl;

m is selected from 0, 1 and 2;

n is selected from 1 and 2;

--- is selected from a double bond and a single bond;

or a pharmaceutically acceptable salt, ester or carbonate thereof.

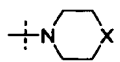
25

2. A compound of claim 1 wherein

R<sup>1</sup> is selected from H, C(O)R<sup>10</sup>, tetrahydropyranyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl,

S(O)<sub>2</sub>-phenyl where said phenyl is optionally substituted with 1 or 2 substituents  
each independently selected from R<sup>12</sup>, -NH<sub>2</sub>, NHC(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl,

30 NH(C<sub>1</sub>-C<sub>3</sub>)alkyl-N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, NH(C<sub>1</sub>-C<sub>3</sub>)alkyl-OH, COOH, OH, and  
(C<sub>1</sub>-C<sub>3</sub>)alkoxy substituted with 1 substituent selected from

N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, OH, and ,

S(O)<sub>2</sub>(C<sub>1</sub>-C<sub>3</sub>)alkyl optionally substituted with one phenyl ring,  
 (C<sub>1</sub>-C<sub>6</sub>)alkyl optionally substituted with 1 or 2 substituents each independently  
 selected from OR<sup>11</sup>, C(O)R<sup>10</sup>, C(O)OR<sup>7</sup>, N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>,

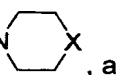
(C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, dioxopyrrolidinyl, ,

(C<sub>1</sub>-C<sub>3</sub>)alkoxy optionally substituted with 1 or 2 substituents each

selected independently from OH, , and imidazolyl,

O-phenyl optionally substituted with up to two substituents each  
 independently selected from R<sup>12</sup>,

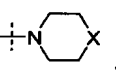
NH<sub>2</sub> where one H is optionally replaced with one substituent selected  
 from S(O)<sub>2</sub>(C<sub>1</sub>-C<sub>3</sub>)alkyl, S(O)<sub>2</sub>NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, S(O)<sub>2</sub>CF<sub>3</sub>, C(O)R<sup>7</sup>,  
 S(O)<sub>2</sub>N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, C(O)NH(C<sub>1</sub>-C<sub>4</sub>)alkyl,

C(O)N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, C(O)-, and

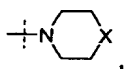
(C<sub>1</sub>-C<sub>4</sub>)alkyl optionally substituted with one OH group,

phenyl optionally substituted with 1 or 2 substituents each independently  
 selected from R<sup>12</sup>, OH, S-(C<sub>1</sub>-C<sub>3</sub>)alkyl, C(O)NH<sub>2</sub>, S(O)<sub>2</sub>NH<sub>2</sub>,  
 C(O)N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, S(O)<sub>2</sub>(C<sub>1</sub>-C<sub>3</sub>)alkyl, S(O)<sub>2</sub>NHC(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl,  
 C(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl, C(O)NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, NHS(O)<sub>2</sub>(C<sub>1</sub>-C<sub>3</sub>)alkyl,  
 NHS(O)<sub>2</sub>N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, NHC(O)NH(C<sub>1</sub>-C<sub>3</sub>)alkyl,  
 NHC(O)N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, NHC(O)NH<sub>2</sub>, S(O)<sub>2</sub>N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>,  
 NHS(O)<sub>2</sub>NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, NHC(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl,

S(O)<sub>2</sub>NH(C<sub>1</sub>-C<sub>3</sub>)alkyl optionally substituted with 1 substituent  
 selected from (C<sub>1</sub>-C<sub>3</sub>)alkoxy, NH(C<sub>1</sub>-C<sub>3</sub>)alkyl,

N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, and ,

(C<sub>1</sub>-C<sub>3</sub>)alkyl substituted with one substituent selected  
 from NHS(O)<sub>2</sub>(C<sub>1</sub>-C<sub>3</sub>)alkyl, NHS(O)<sub>2</sub>N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>,  
 NHC(O)NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, NHC(O)N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>,  
 NHS(O)<sub>2</sub>NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, and NHC(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl, and  
 (C<sub>1</sub>-C<sub>3</sub>)alkoxy substituted with 1 substituent selected  
 from OH, NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, (C<sub>1</sub>-C<sub>3</sub>)alkoxy,


and ,

pyrrolyl optionally substituted with one substituent selected from R<sup>12</sup>,

$C(O)N[(C_1-C_3)alkyl]_2$ ,  $C(O)NH(C_1-C_3)alkyl$ ,  $C(O)(C_1-C_3)alkyl$ ,

$C(O)-N$  , and  $S(O)_2(C_1-C_3)alkyl$ ,

pyrazolyl optionally substituted with up to 3 substituents each selected independently from  $R^{12}$ ,  $C(O)N[(C_1-C_3)alkyl]_2$ ,  $C(O)NH(C_1-C_3)alkyl$ ,

and  $C(O)-N$  , and

another heteroaryl optionally substituted with up to two substituents each independently selected from  $R^{12}$ ;

$R^{10}$  is selected from  $(C_3-C_6)cycloalkyl$ ,  $N[(C_1-C_4)alkyl]_2$ ,  $(C_1-C_3)alkyl$ ,  $NH(C_1-C_4)alkyl$ ,

heteroaryl optionally substituted with 1 or 2 substituents each independently

selected from  $(C_1-C_3)alkyl$ ,  $(C_1-C_3)alkoxy$ ,  $OH$ , halo and  $CF_3$ ,

phenyl optionally substituted with 1 or 2 substituents each independently

selected from  $(C_1-C_3)alkyl$ ,  $(C_1-C_3)alkoxy$ ,  $OH$ , halo and  $CF_3$ ;

$R^{11}$  is  $H$ ;

$R^{12}$  is selected from  $(C_1-C_3)alkyl$ ,  $(C_1-C_3)alkoxy$ , halo,  $NO_2$ ,  $CN$ ,  $CF_3$ , and  $O-CF_3$ ; and

$m$  is selected from 0 and 1.

### 3. A compound of claim 1 wherein

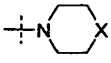
$W$  is selected from

O-phenyl optionally substituted with up to 2 substituents selected from  $R^{12}$ ,

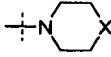
phenyl optionally substituted with up to 2 substituents each selected

independently from  $R^{12}$ ,  $OH$ ,  $COOR^7$ ,  $C(O)NHR^7$ ,  $S(O)_2(C_1-C_3)alkyl$ ,

$NHS(O)_2(C_1-C_3)alkyl$ ,  $N[(C_1-C_3)alkyl]_2$ ,  $NH(C_1-C_3)alkyl$ ,

$NHC(O)(C_1-C_3)alkyl$ , , and

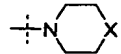
$(C_1-C_3)alkoxy$  substituted with 1 substituent selected from

$N[(C_1-C_3)alkyl]_2$ ,  $NH(C_1-C_3)alkyl$ , and 

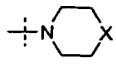
indolyl optionally substituted with 1 or 2 substituents each selected independently from  $R^{12}$ ,  $OH$ ,  $C(O)O(C_1-C_4)alkyl$ ,

$(C_1-C_3)alkyl$  substituted with 1 or 2 substituents each selected

independently from  $OH$ ,  $C(O)R^8$ ,  $(C_1-C_3)alkoxy$ , pyrrolidinyl,

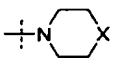
,

imidazolyl,  $NH(C_1-C_3)alkyl$ , and  $N[(C_1-C_3)alkyl]_2$ , and  $(C_1-C_3)alkoxy$  substituted with 1 substituent selected from  $NH(C_1-C_3)alkyl$ ,

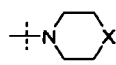
$N[(C_1-C_3)alkyl]_2$ , pyrrolidinyl, imidazolyl,  and  
(C<sub>1</sub>-C<sub>3</sub>)alkoxy, and

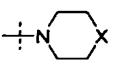
another heteroaryl optionally substituted with up to 3 substituents each  
independently selected from R<sup>12</sup>;

- 5 R<sup>1</sup> is selected from H, C(O)R<sup>10</sup>, tetrahydropyranyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl,  
S(O)<sub>2</sub>-phenyl where said phenyl is optionally substituted with 1 or 2 substituents  
each independently selected from R<sup>12</sup>, -NH<sub>2</sub>, NHC(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl,  
NH(C<sub>1</sub>-C<sub>3</sub>)alkyl-N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, NH(C<sub>1</sub>-C<sub>3</sub>)alkyl-OH, COOH, OH, and  
(C<sub>1</sub>-C<sub>3</sub>)alkoxy substituted with 1 substituent selected from

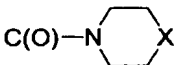
10 ,  
 $N[(C_1-C_3)alkyl]_2$ , OH, and

S(O)<sub>2</sub>(C<sub>1</sub>-C<sub>3</sub>)alkyl optionally substituted with one phenyl ring,  
(C<sub>1</sub>-C<sub>6</sub>)alkyl optionally substituted with 1 or 2 substituents each independently  
selected from OR<sup>11</sup>, C(O)R<sup>10</sup>, C(O)OR<sup>7</sup>,  $N[(C_1-C_3)alkyl]_2$ ,

15 (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, dioxypyrrolidinyl, ,  
(C<sub>1</sub>-C<sub>3</sub>)alkoxy optionally substituted with 1 or 2 substituents each

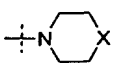
selected independently from OH, , and imidazolyl,  
O-phenyl optionally substituted with up to two substituents each  
independently selected from R<sup>12</sup>,

- 20 NH<sub>2</sub> where one H is optionally replaced with one substituent selected  
from S(O)<sub>2</sub>(C<sub>1</sub>-C<sub>3</sub>)alkyl, S(O)<sub>2</sub>NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, S(O)<sub>2</sub>CF<sub>3</sub>, C(O)R<sup>7</sup>,  
S(O)<sub>2</sub>N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, C(O)NH(C<sub>1</sub>-C<sub>4</sub>)alkyl,

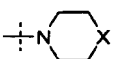
C(O)N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, , and  
(C<sub>1</sub>-C<sub>4</sub>)alkyl optionally substituted with one OH group,

- 25 phenyl optionally substituted with 1 or 2 substituents each independently  
selected from R<sup>12</sup>, OH, S-(C<sub>1</sub>-C<sub>3</sub>)alkyl, C(O)NH<sub>2</sub>, S(O)<sub>2</sub>NH<sub>2</sub>,  
C(O)N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, S(O)<sub>2</sub>(C<sub>1</sub>-C<sub>3</sub>)alkyl, S(O)<sub>2</sub>NHC(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl,  
C(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl, C(O)NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, NHS(O)<sub>2</sub>(C<sub>1</sub>-C<sub>3</sub>)alkyl,  
NHS(O)<sub>2</sub>N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, NHC(O)NH(C<sub>1</sub>-C<sub>3</sub>)alkyl,  
NHC(O)N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, NHC(O)NH<sub>2</sub>, S(O)<sub>2</sub>N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>,  
30 NHS(O)<sub>2</sub>NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, NHC(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl,  
S(O)<sub>2</sub>NH(C<sub>1</sub>-C<sub>3</sub>)alkyl optionally substituted with 1 substituent

selected from (C<sub>1</sub>-C<sub>3</sub>)alkoxy, NH(C<sub>1</sub>-C<sub>3</sub>)alkyl,

N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, and ,

(C<sub>1</sub>-C<sub>3</sub>)alkyl substituted with one substituent selected  
from NHS(O)<sub>2</sub>(C<sub>1</sub>-C<sub>3</sub>)alkyl, NHS(O)<sub>2</sub>N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>,  
NHC(O)NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, NHC(O)N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>,  
NHS(O)<sub>2</sub>NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, and NHC(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl, and  
(C<sub>1</sub>-C<sub>3</sub>)alkoxy substituted with 1 substituent selected  
from OH, NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, (C<sub>1</sub>-C<sub>3</sub>)alkoxy,


and ,

pyrrolyl optionally substituted with one substituent selected from R<sup>12</sup>,

C(O)N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, C(O)NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, C(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl,

C(O)-N, and S(O)<sub>2</sub>(C<sub>1</sub>-C<sub>3</sub>)alkyl,

pyrazolyl optionally substituted with up to 3 substituents each selected  
independently from R<sup>12</sup>, C(O)N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, C(O)NH(C<sub>1</sub>-C<sub>3</sub>)alkyl,

and C(O)-N, and

another heteroaryl optionally substituted with up to two substituents each  
independently selected from R<sup>12</sup>;

R<sup>2</sup> is in each instance selected independently from (C<sub>1</sub>-C<sub>3</sub>)alkyl, halo, (C<sub>1</sub>-C<sub>3</sub>)alkoxy or CF<sub>3</sub>;

R<sup>4</sup> and R<sup>5</sup> are each H;

R<sup>6</sup> is selected from H, and

(C<sub>1</sub>-C<sub>6</sub>)alkyl optionally substituted with one substituent selected from OH,

NHS(O)<sub>2</sub>(C<sub>1</sub>-C<sub>3</sub>)alkyl, and NHC(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl;

R<sup>10</sup> is selected from (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, N[(C<sub>1</sub>-C<sub>4</sub>)alkyl]<sub>2</sub>, (C<sub>1</sub>-C<sub>3</sub>)alkyl, NH(C<sub>1</sub>-C<sub>4</sub>)alkyl,

heteroaryl optionally substituted with 1 or 2 substituents each independently

selected from (C<sub>1</sub>-C<sub>3</sub>)alkyl, (C<sub>1</sub>-C<sub>3</sub>)alkoxy, OH, halo and CF<sub>3</sub>,

phenyl optionally substituted with 1 or 2 substituents each independently

selected from (C<sub>1</sub>-C<sub>3</sub>)alkyl, (C<sub>1</sub>-C<sub>3</sub>)alkoxy, OH, halo and CF<sub>3</sub>;

R<sup>11</sup> is H;

R<sup>12</sup> is selected from (C<sub>1</sub>-C<sub>3</sub>)alkyl, (C<sub>1</sub>-C<sub>3</sub>)alkoxy, halo, NO<sub>2</sub>, CN, CF<sub>3</sub>, and O-CF<sub>3</sub>; and

m is selected from 0 and 1.

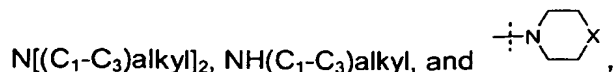
4. A compound of claim 3 wherein



W is selected from

phenyl optionally substituted with up to 2 substituents each selected independently from  $R^{12}$ , and  
(C<sub>1</sub>-C<sub>3</sub>)alkoxy substituted with 1 substituent selected from

5



indolyl optionally substituted with 1 or 2 substituents each selected independently from  $R^{12}$ ,

(C<sub>1</sub>-C<sub>3</sub>)alkyl substituted with 1 or 2 substituents each selected independently from OH and (C<sub>1</sub>-C<sub>3</sub>)alkoxy, and

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another heteroaryl optionally substituted with up to 3 substituents each independently selected from  $R^{12}$ .

5. A compound of claim 3 wherein L is CHR<sup>5</sup>-CHR<sup>6</sup>.

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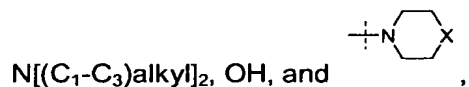
6. A compound of claim 3 wherein

R<sup>1</sup> is selected from H, C(O)R<sup>10</sup>, tetrahydropyranyl,

S(O)<sub>2</sub>-phenyl where said phenyl is optionally substituted with 1 or 2 substituents each independently selected from  $R^{12}$ , COOH, OH, and

20

(C<sub>1</sub>-C<sub>3</sub>)alkoxy substituted with 1 substituent selected from



(C<sub>1</sub>-C<sub>6</sub>)alkyl optionally substituted with 1 or 2 substituents each independently selected from OR<sup>11</sup>, N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>,

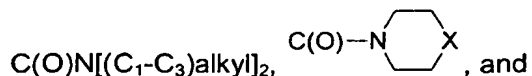


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(C<sub>1</sub>-C<sub>3</sub>)alkoxy optionally substituted with 1 or 2 OH,

NH<sub>2</sub> where one H is replaced with one substituent selected

from S(O)<sub>2</sub>(C<sub>1</sub>-C<sub>3</sub>)alkyl, S(O)<sub>2</sub>NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, S(O)<sub>2</sub>CF<sub>3</sub>, C(O)R<sup>7</sup>,  
S(O)<sub>2</sub>N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, C(O)NH(C<sub>1</sub>-C<sub>4</sub>)alkyl,

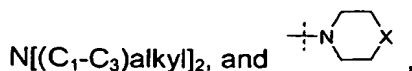


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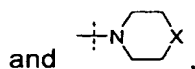
(C<sub>1</sub>-C<sub>4</sub>)alkyl optionally substituted with one OH group,

phenyl optionally substituted with 1 or 2 substituents each independently selected from  $R^{12}$ , OH, C(O)NH<sub>2</sub>, S(O)<sub>2</sub>NH<sub>2</sub>,

S(O)<sub>2</sub>NHC(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl, C(O)NH(C<sub>1</sub>-C<sub>3</sub>)alkyl,  
 NHS(O)<sub>2</sub>(C<sub>1</sub>-C<sub>3</sub>)alkyl, NHS(O)<sub>2</sub>N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>,  
 NHC(O)NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, NHC(O)N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, NHC(O)NH<sub>2</sub>,  
 NHS(O)<sub>2</sub>NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, NHC(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl,  
 S(O)<sub>2</sub>NH(C<sub>1</sub>-C<sub>3</sub>)alkyl optionally substituted with 1 substituent  
 selected from (C<sub>1</sub>-C<sub>3</sub>)alkoxy, NH(C<sub>1</sub>-C<sub>3</sub>)alkyl,



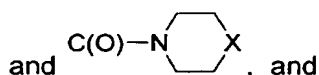
(C<sub>1</sub>-C<sub>3</sub>)alkyl substituted with one substituent selected  
 from NHS(O)<sub>2</sub>(C<sub>1</sub>-C<sub>3</sub>)alkyl, NHS(O)<sub>2</sub>N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>,  
 NHC(O)NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, NHC(O)N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>,  
 NHS(O)<sub>2</sub>NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, and NHC(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl, and  
 (C<sub>1</sub>-C<sub>3</sub>)alkoxy substituted with 1 substituent selected  
 from OH, NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, (C<sub>1</sub>-C<sub>3</sub>)alkoxy,



pyrrolyl optionally substituted with one substituent selected from R<sup>12</sup>,  
 C(O)N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, C(O)NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, C(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl,



pyrazolyl optionally substituted with up to 3 substituents each selected  
 independently from R<sup>12</sup>, C(O)N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, C(O)NH(C<sub>1</sub>-C<sub>3</sub>)alkyl,

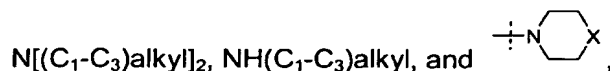


another heteroaryl optionally substituted with up to two substituents each  
 independently selected from R<sup>12</sup>.

7. A compound of claim 1 wherein

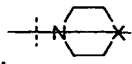
W is selected from

phenyl optionally substituted with up to 2 substituents each selected  
 independently from R<sup>12</sup>, and  
 (C<sub>1</sub>-C<sub>3</sub>)alkoxy substituted with 1 substituent selected from



indolyl optionally substituted with 1 or 2 substituents each selected independently  
 from R<sup>12</sup>,

(C<sub>1</sub>-C<sub>3</sub>)alkyl substituted with 1 or 2 substituents each selected

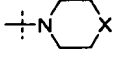
independently from OH, (C<sub>1</sub>-C<sub>3</sub>)alkoxy, ,

another heteroaryl optionally substituted with up to 3 substituents each  
independently selected from R<sup>12</sup>;

5 L is CHR<sup>5</sup>-CHR<sup>6</sup>;

R<sup>1</sup> is selected from H, C(O)R<sup>10</sup>, tetrahydropyranyl,

S(O)<sub>2</sub>-phenyl where said phenyl is optionally substituted with 1 or 2 substituents  
each independently selected from R<sup>12</sup>, COOH, OH, and  
(C<sub>1</sub>-C<sub>3</sub>)alkoxy substituted with 1 substituent selected from

10 N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, OH, and ,

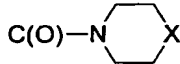
(C<sub>1</sub>-C<sub>6</sub>)alkyl optionally substituted with 1 or 2 substituents each independently  
selected from OR<sup>11</sup>, N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>,

(C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, ,

(C<sub>1</sub>-C<sub>3</sub>)alkoxy optionally substituted with 1 or 2 OH groups,

15 NH<sub>2</sub> where one H is replaced with one substituent selected

from S(O)<sub>2</sub>(C<sub>1</sub>-C<sub>3</sub>)alkyl, S(O)<sub>2</sub>NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, S(O)<sub>2</sub>CF<sub>3</sub>, C(O)R<sup>7</sup>,  
S(O)<sub>2</sub>N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, C(O)NH(C<sub>1</sub>-C<sub>4</sub>)alkyl,

C(O)N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, , and

(C<sub>1</sub>-C<sub>4</sub>)alkyl optionally substituted with one OH group,

20 phenyl optionally substituted with 1 or 2 substituents each independently  
selected from R<sup>12</sup>, OH, C(O)NH<sub>2</sub>, S(O)<sub>2</sub>NH<sub>2</sub>,

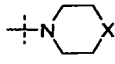
S(O)<sub>2</sub>NHC(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl, C(O)NH(C<sub>1</sub>-C<sub>3</sub>)alkyl,

NHS(O)<sub>2</sub>(C<sub>1</sub>-C<sub>3</sub>)alkyl, NHS(O)<sub>2</sub>N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>,

NHC(O)NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, NHC(O)N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, NHC(O)NH<sub>2</sub>,

25 NHS(O)<sub>2</sub>NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, NHC(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl,

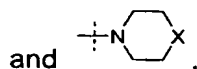
S(O)<sub>2</sub>NH(C<sub>1</sub>-C<sub>3</sub>)alkyl optionally substituted with 1 substituent  
selected from (C<sub>1</sub>-C<sub>3</sub>)alkoxy, NH(C<sub>1</sub>-C<sub>3</sub>)alkyl,

N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, and ,

(C<sub>1</sub>-C<sub>3</sub>)alkyl substituted with one substituent selected

30 from NHS(O)<sub>2</sub>(C<sub>1</sub>-C<sub>3</sub>)alkyl, NHS(O)<sub>2</sub>N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>,  
NHC(O)NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, NHC(O)N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>,

NHS(O)<sub>2</sub>NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, and NHC(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl, and  
(C<sub>1</sub>-C<sub>3</sub>)alkoxy substituted with 1 substituent selected  
from OH, NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, (C<sub>1</sub>-C<sub>3</sub>)alkoxy,



5 pyrrolyl optionally substituted with one substituent selected from R<sup>12</sup>,  
C(O)N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, C(O)NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, C(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl,



pyrazolyl optionally substituted with up to 3 substituents each selected  
independently from R<sup>12</sup>, C(O)N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, C(O)NH(C<sub>1</sub>-C<sub>3</sub>)alkyl,



another heteroaryl optionally substituted with up to two substituents each  
independently selected from R<sup>12</sup>;

R<sup>2</sup> is halo;

R<sup>5</sup> is H;

15 R<sup>6</sup> is selected from H, and

(C<sub>1</sub>-C<sub>6</sub>)alkyl optionally substituted with one substituent selected from OH,  
NHS(O)<sub>2</sub>(C<sub>1</sub>-C<sub>3</sub>)alkyl, and NHC(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl;

R<sup>10</sup> is selected from (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, N[(C<sub>1</sub>-C<sub>4</sub>)alkyl]<sub>2</sub>, (C<sub>1</sub>-C<sub>3</sub>)alkyl and NH(C<sub>1</sub>-C<sub>4</sub>)alkyl;

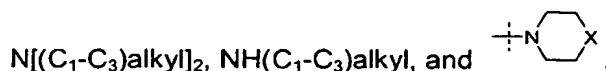
R<sup>11</sup> is H;

20 R<sup>12</sup> is selected from (C<sub>1</sub>-C<sub>3</sub>)alkyl, (C<sub>1</sub>-C<sub>3</sub>)alkoxy, halo, NO<sub>2</sub>, CN, CF<sub>3</sub>, and O-CF<sub>3</sub>; and  
m is selected from 0, and 1.

8. A compound of claim 7 wherein

W is selected from

25 phenyl optionally substituted with up to 2 substituents each selected  
independently from R<sup>12</sup>, and  
(C<sub>1</sub>-C<sub>3</sub>)alkoxy substituted with 1 substituent selected from



30 indolyl optionally substituted with 1 or 2 substituents each selected independently  
from R<sup>12</sup>,

(C<sub>1</sub>-C<sub>3</sub>)alkyl substituted with 1 or 2 substituents each selected  
independently from OH, and (C<sub>1</sub>-C<sub>3</sub>)alkoxy.

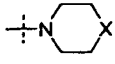
9. A compound of claim 7 wherein

$R^1$  is selected from H,

$S(O)_2$ -phenyl where said phenyl is optionally substituted with 1 or 2 substituents

5 each independently selected from  $R^{12}$ , COOH, and OH,

( $C_1$ - $C_6$ )alkyl optionally substituted with 1 or 2 substituents each independently


selected from  $OR^{11}$ , ( $C_3$ - $C_6$ )cycloalkyl, , and

( $C_1$ - $C_3$ )alkoxy optionally substituted with 1 or 2 OH groups,

$NH_2$  where one H is replaced with one substituent selected from

10  $S(O)_2(C_1$ - $C_3$ )alkyl,  $S(O)_2NH(C_1$ - $C_3$ )alkyl,  $S(O)_2CF_3$ ,  $C(O)R^7$ ,

$S(O)_2N[(C_1$ - $C_3$ )alkyl] $_2$ ,  $C(O)NH(C_1$ - $C_4$ )alkyl,  $C(O)N[(C_1$ - $C_3$ )alkyl] $_2$ ,

$C(O)-N$  , and

( $C_1$ - $C_4$ )alkyl optionally substituted with one OH group,

phenyl optionally substituted with 1 or 2 substituents each independently

15 selected from  $R^{12}$ , OH,  $C(O)NH_2$ ,  $S(O)_2NH_2$ ,

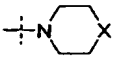
$S(O)_2NHC(O)(C_1$ - $C_3$ )alkyl,  $C(O)NH(C_1$ - $C_3$ )alkyl,

$NHS(O)_2(C_1$ - $C_3$ )alkyl,  $NHS(O)_2N[(C_1$ - $C_3$ )alkyl] $_2$ ,

$NHC(O)NH(C_1$ - $C_3$ )alkyl,  $NHC(O)N[(C_1$ - $C_3$ )alkyl] $_2$ ,  $NHC(O)NH_2$ ,

$NHS(O)_2NH(C_1$ - $C_3$ )alkyl,  $NHC(O)(C_1$ - $C_3$ )alkyl,

20  $S(O)_2NH(C_1$ - $C_3$ )alkyl optionally substituted with 1 substituent  
selected from ( $C_1$ - $C_3$ )alkoxy,  $NH(C_1$ - $C_3$ )alkyl,

$N[(C_1$ - $C_3$ )alkyl] $_2$ , and ,

( $C_1$ - $C_3$ )alkyl substituted with one substituent selected

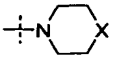
from  $NHS(O)_2(C_1$ - $C_3$ )alkyl,  $NHS(O)_2N[(C_1$ - $C_3$ )alkyl] $_2$ ,

25  $NHC(O)NH(C_1$ - $C_3$ )alkyl,  $NHC(O)N[(C_1$ - $C_3$ )alkyl] $_2$ ,

$NHS(O)_2NH(C_1$ - $C_3$ )alkyl, and  $NHC(O)(C_1$ - $C_3$ )alkyl, and

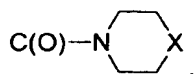
( $C_1$ - $C_3$ )alkoxy substituted with 1 substituent selected

from OH,  $NH(C_1$ - $C_3$ )alkyl,  $N[(C_1$ - $C_3$ )alkyl] $_2$ , ( $C_1$ - $C_3$ )alkoxy,

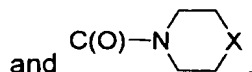
and ,

30 pyrrolyl optionally substituted with one substituent selected from  $R^{12}$ ,

$C(O)N[(C_1$ - $C_3$ )alkyl] $_2$ ,  $C(O)NH(C_1$ - $C_3$ )alkyl,  $C(O)(C_1$ - $C_3$ )alkyl, and



pyrazolyl optionally substituted with up to 3 substituents each selected independently from  $R^{12}$ ,  $\text{C(O)N}[(\text{C}_1\text{-C}_3)\text{alkyl}]_2$ ,  $\text{C(O)NH}(\text{C}_1\text{-C}_3)\text{alkyl}$ ,



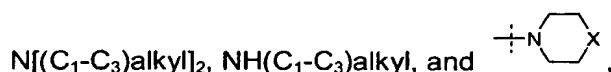
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10. A compound of claim 1 wherein

W is selected from

phenyl optionally substituted with up to 2 substituents each selected independently from  $R^{12}$ , and

10 (C<sub>1</sub>-C<sub>3</sub>)alkoxy substituted with 1 substituent selected from



indolyl optionally substituted with 1 or 2 substituents each selected independently from  $R^{12}$ ,

(C<sub>1</sub>-C<sub>3</sub>)alkyl substituted with 1 or 2 substituents each selected independently from OH, and (C<sub>1</sub>-C<sub>3</sub>)alkoxy;

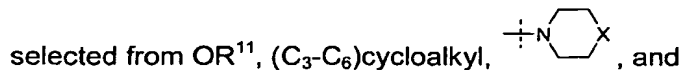
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L is  $\text{CHR}^5\text{-CHR}^6$ ;

$R^1$  is selected from H,

$\text{S(O)}_2$ -phenyl where said phenyl is optionally substituted with 1 or 2 substituents each independently selected from  $R^{12}$ , COOH, and OH,

20 (C<sub>1</sub>-C<sub>6</sub>)alkyl optionally substituted with 1 or 2 substituents each independently



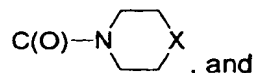
(C<sub>1</sub>-C<sub>3</sub>)alkoxy optionally substituted with 1 or 2 OH groups,

NH<sub>2</sub> where one H is replaced with one substituent selected from

$\text{S(O)}_2(\text{C}_1\text{-C}_3)\text{alkyl}$ ,  $\text{S(O)}_2\text{NH}(\text{C}_1\text{-C}_3)\text{alkyl}$ ,  $\text{S(O)}_2\text{CF}_3$ ,  $\text{C(O)R}^7$ ,

25

$\text{S(O)}_2\text{N}[(\text{C}_1\text{-C}_3)\text{alkyl}]_2$ ,  $\text{C(O)NH}(\text{C}_1\text{-C}_4)\text{alkyl}$ ,  $\text{C(O)N}[(\text{C}_1\text{-C}_3)\text{alkyl}]_2$ ,



(C<sub>1</sub>-C<sub>4</sub>)alkyl optionally substituted with one OH group,

phenyl optionally substituted with 1 or 2 substituents each independently selected from  $R^{12}$ , OH,  $\text{C(O)NH}_2$ ,  $\text{S(O)}_2\text{NH}_2$ ,

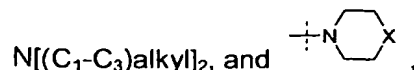
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$\text{S(O)}_2\text{NHC(O)}(\text{C}_1\text{-C}_3)\text{alkyl}$ ,  $\text{C(O)NH}(\text{C}_1\text{-C}_3)\text{alkyl}$ ,

$\text{NHS(O)}_2(\text{C}_1\text{-C}_3)\text{alkyl}$ ,  $\text{NHS(O)}_2\text{N}[(\text{C}_1\text{-C}_3)\text{alkyl}]_2$ ,

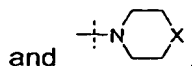
NHC(O)NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, NHC(O)N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, NHC(O)NH<sub>2</sub>,  
 NHS(O)<sub>2</sub>NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, NHC(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl,  
 S(O)<sub>2</sub>NH(C<sub>1</sub>-C<sub>3</sub>)alkyl optionally substituted with 1 substituent  
 selected from (C<sub>1</sub>-C<sub>3</sub>)alkoxy, NH(C<sub>1</sub>-C<sub>3</sub>)alkyl,

5



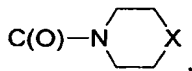
(C<sub>1</sub>-C<sub>3</sub>)alkyl substituted with one substituent selected  
 from NHS(O)<sub>2</sub>(C<sub>1</sub>-C<sub>3</sub>)alkyl, NHS(O)<sub>2</sub>N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>,  
 NHC(O)NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, NHC(O)N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>,  
 NHS(O)<sub>2</sub>NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, and NHC(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl, and  
 (C<sub>1</sub>-C<sub>3</sub>)alkoxy substituted with 1 substituent selected  
 from OH, NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, (C<sub>1</sub>-C<sub>3</sub>)alkoxy,

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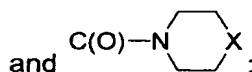


pyrrolyl optionally substituted with one substituent selected from R<sup>12</sup>,  
 C(O)N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, C(O)NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, C(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl, and

15



pyrazolyl optionally substituted with up to 3 substituents each selected  
 independently from R<sup>12</sup>, C(O)N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, C(O)NH(C<sub>1</sub>-C<sub>3</sub>)alkyl,



R<sup>2</sup> is halo;

20

R<sup>3</sup> is selected from H, and (C<sub>1</sub>)alkyl;

R<sup>5</sup> is H;

R<sup>6</sup> is selected from H, and (C<sub>1</sub>-C<sub>6</sub>)alkyl optionally substituted with one OH group;

R<sup>7</sup> is selected from H and (C<sub>1</sub>-C<sub>4</sub>)alkyl;

R<sup>11</sup> is H;

25

R<sup>12</sup> is selected from (C<sub>1</sub>-C<sub>3</sub>)alkyl, (C<sub>1</sub>-C<sub>3</sub>)alkoxy, halo, CN, and CF<sub>3</sub>;

m is selected from 0, and 1; and

n is 1.

11. A compound of claim 10 wherein L is CH<sub>2</sub>-CH<sub>2</sub>.

30

12. A pharmaceutical composition comprising a compound of Claim 1.

13. A pharmaceutical composition comprising a compound of Claim 2.
14. A pharmaceutical composition comprising a compound of Claim 3.
15. A pharmaceutical composition comprising a compound of Claim 4.
16. A pharmaceutical composition comprising a compound of Claim 5.
- 5 17. A pharmaceutical composition comprising a compound of Claim 6.
18. A pharmaceutical composition comprising a compound of Claim 7.
19. A pharmaceutical composition comprising a compound of Claim 8.
20. A pharmaceutical composition comprising a compound of Claim 9.
21. A pharmaceutical composition comprising a compound of Claim 10.
- 10 22. A pharmaceutical composition comprising a compound of Claim 11.
23. A method of treating a hyper-proliferative disorder in a mammal comprising administering to a mammal in need thereof a pharmaceutically effective amount of a compound of Claim 1.
- 15 24. A method of treating a hyper-proliferative disorder in a mammal comprising administering to a mammal in need thereof a pharmaceutically effective amount of a compound of Claim 2.
- 25 25. A method of treating a hyper-proliferative disorder in a mammal comprising administering to a mammal in need thereof a pharmaceutically effective amount of a compound of Claim 3.
- 20 26. A method of treating a hyper-proliferative disorder in a mammal comprising administering to a mammal in need thereof a pharmaceutically effective amount of a compound of Claim 4.
- 25 27. A method of treating a hyper-proliferative disorder in a mammal comprising administering to a mammal in need thereof a pharmaceutically effective amount of a compound of Claim 5.
28. A method of treating a hyper-proliferative disorder in a mammal comprising administering to a mammal in need thereof a pharmaceutically effective amount of a compound of Claim 6.
- 30 29. A method of treating a hyper-proliferative disorder in a mammal comprising administering to a mammal in need thereof a pharmaceutically effective amount of a compound of Claim 7.



30. A method of treating a hyper-proliferative disorder in a mammal comprising administering to a mammal in need thereof a pharmaceutically effective amount of a compound of Claim 8.
- 5 31. A method of treating a hyper-proliferative disorder in a mammal comprising administering to a mammal in need thereof a pharmaceutically effective amount of a compound of Claim 9.
32. A method of treating a hyper-proliferative disorder in a mammal comprising administering to a mammal in need thereof a pharmaceutically effective amount of a compound of Claim 10.
- 10 33. A method of treating a hyper-proliferative disorder in a mammal comprising administering to a mammal in need thereof a pharmaceutically effective amount of a compound of Claim 11.
34. A method of any of Claim 23, Claim 24, Claim 25, Claim 26, Claim 27, Claim 28, Claim 29, Claim 30, Claim 31, Claim 32, and Claim 33, wherein the hyper-proliferative disorder  
15 is selected from solid tumors, lymphomas, sarcomas and leukemias.
35. A method of claim 34 wherein the disorder is selected from solid tumors.
36. A method according to claim 35 wherein the tumor is selected from cancers of the breast, reproductive organs, respiratory tract, brain, head, neck, hematopoietic tissue, digestive tract and urinary tract.
- 20 37. A method according to claim 36 wherein the disorder is selected from cancers of the breast, prostate, ovary, lung, colon, head, neck and hematopoietic tissue.